

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§	
	§	Chapter 11
	§	
CORE SCIENTIFIC, INC., <i>et al.</i> ,	§	Case No. 22-90341 (CML)
	§	
Debtors. ¹	§	(Jointly Administered)
	§	

**SUMMARY COVER SHEET
TO THE THIRD INTERIM FEE APPLICATION OF
PJT PARTNERS LP, INVESTMENT BANKER TO THE DEBTORS, FOR
THE FEE PERIOD FROM JULY 1, 2023 THROUGH SEPTEMBER 30, 2023**

Name of Applicant:	PJT Partners LP	
Applicant's Role in Case:	Investment Banker to the Debtors	
Docket No. of Employment Order(s):	[Docket No. 502]	
Nature of Fee Arrangement (monthly, success fee, contingent litigation fee, etc.)	Monthly Fee, Capital Raising Fees and Restructuring Fee	
Interim Application (X) Final Application ()	Third Interim Application	
	Beginning Date	End Date
Time period covered by this Application for which interim compensation has not previously been awarded:	July 1, 2023	September 30, 2023
Were the services provided necessary to the administration of or beneficial at the time rendered toward the completion of the case? Yes		
Were the services performed in a reasonable amount of time commensurate with the complexity, importance and nature of the issues addressed? Yes		
Is the requested compensation reasonable based on the customary compensation charged by comparably skilled practitioners in other non-bankruptcy cases? Yes		

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Core Scientific Mining LLC (6971); Core Scientific, Inc. (3837); Core Scientific Acquired Mining LLC (6074); Core Scientific Operating Company (5526); Radar Relay, Inc. (0496); Core Scientific Specialty Mining (Oklahoma) LLC (4327); American Property Acquisition, LLC (0825); Starboard Capital LLC (6677); RADAR LLC (5106); American Property Acquisitions I, LLC (9717); and American Property Acquisitions, VII, LLC (3198). The Debtors' corporate headquarters and service address is 210 Barton Springs Road, Suite 300, Austin, Texas 78704.

Do expense reimbursements represent actual and necessary expenses incurred? Yes	
Compensation Breakdown for Time Period Covered by this Application	
Total fees requested in this Application:	\$600,000.00
Total expense reimbursements requested in this Application:	\$9,821.61
Total fees and expenses requested in this Application:	\$609,821.61
Total fees and expenses awarded in all prior Applications:	\$2,084,222.84
Plan Status: The Debtors filed an amended chapter 11 plan of reorganization (the “Plan”) on September 9, reflecting agreements between the Debtors and certain key stakeholders. The Debtors are focused on negotiating a consensual Plan with various stakeholders in the capital structure.	
Primary Benefits: Primary benefits of PJT’s services included: <ul style="list-style-type: none"> (a) analyzing the Debtors’ financial liquidity position and evaluating alternatives to improve such liquidity; (b) participating in mediation; (c) analyzing various restructuring scenarios and assisting in the development of proposals regarding treatment of various stakeholders; (d) negotiating stakeholder treatment with various constituencies; (e) preparing materials to arrange exit financing; (f) assisting the Debtors in identification and outreach to potential sources of exit financing; (g) providing strategic advice regarding a restructuring of the Debtors’ obligations; (h) assisting in the evaluation of the Debtors’ business and prospects; (i) assisting in the development of various analyses as part of presentations to the Debtors’ Special Committee and Board of Directors, various creditors and/or other third parties; (j) attending court hearings; and (k) assisting counsel with various activities, as requested, including related to preparation for court hearings. 	

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INVESTMENT BANKER TO THE DEBTORS, FOR THE FEE
PERIOD FROM JULY 1, 2023 THROUGH SEPTEMBER 30, 2023**

If you object to the relief requested, you must respond in writing. Unless otherwise directed by the Court, you must file your response electronically at <https://ecf.txsb.uscourts.gov/> within twenty-one days from the date this motion was filed. If you do not have electronic filing privileges, you must file a written objection that is actually received by the clerk within twenty-one days from the date this motion was filed. Otherwise, the Court may treat the pleading as unopposed and grant the relief requested.

1. PJT Partners LP (“PJT”), investment banker to the above-captioned debtors and debtors in possession (the “Debtors”), hereby submits its *Third Interim Fee Application of PJT Partners LP, Investment Banker to the Debtors, for the Fee Period From July 1, 2023 through September 30, 2023* (the “Third Interim Fee Application”) for interim allowance of (a) compensation in the amount of \$600,000.00 for the reasonable and necessary professional services PJT rendered to the Debtors from July 1, 2023 through September 30, 2023 (the “Fee Period”) and (b) reimbursement of actual and necessary expenses in the amount of \$9,821.61 that

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PJT incurred during the Fee Period.

Itemization of Services Rendered and Disbursements Incurred

EXHIBIT	DESCRIPTION
A	<i>Seventh Monthly Fee Statement of PJT Partners LP for Compensation of Services Rendered and Reimbursement of Expenses as Investment Banker to the Debtors for the Period from July 1, 2023 through July 31, 2023 [Served on September 1, 2023]</i>
B	<i>Eighth Monthly Fee Statement of PJT Partners LP for Compensation of Services Rendered and Reimbursement of Expenses as Investment Banker to the Debtors for the Period from August 1, 2023 through August 31, 2023 [Served on October 3, 2023]</i>
C	<i>Ninth Monthly Fee Statement of PJT Partners LP for Compensation of Services Rendered and Reimbursement of Expenses as Investment Banker to the Debtors for the Period from September 1, 2023 through September 30, 2023 [Served on October 20, 2023]</i>

Representations

2. Although every effort has been made to include all expenses incurred during the Fee Period, some expenses might not be included in this Third Interim Fee Application due to delays caused by accounting and processing during the Fee Period. PJT reserves the right to make further application to this Court for allowance of such expenses not included herein. Subsequent fee applications will be filed in accordance with title 11 of the United States Code, the Federal Rules of Bankruptcy Procedure, the Bankruptcy Local Rules for the Southern District of Texas, and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Docket No. 541] (the “Interim Compensation Order”).

3. PJT requests allowance of its fees and expenses incurred during the Fee Period in the total amount of \$609,821.61, consisting of (a) \$600,000.00 for reasonable and necessary professional services rendered by PJT to the Debtors, and (b) \$9,821.61 for actual and necessary costs and expenses incurred by PJT, and authorizing the Debtors to pay any such unpaid fees and expenses.

New York, New York
Dated: October 25, 2023

/s/ John Singh

PJT PARTNERS LP

John Singh

Partner

280 Park Avenue

New York, NY 10017

Telephone: (212) 364-7800

Investment Banker for the Debtors and Debtors in Possession

CERTIFICATE OF SERVICE

I hereby certify that on the October 25, 2023, I caused a copy of the foregoing to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Alfredo R. Pérez

Alfredo R. Pérez